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**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.**

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Joint Application of

ALITALIA-LINEE AEREE ITALIANE-
S.p.A
and
KLM ROYAL DUTCH AIRLINES
and
NORTHWEST AIRLINES, INC.

for approval of and antitrust immunity for
agreements pursuant to 49 U.S.C. § 41308
and 41309

Docket OST 99-5674 - 6

**PETITION OF
TRANS WORLD AIRLINES, INC.
FOR RECONSIDERATION OF ORDER 99-5-10**

Communications with respect to this document should be sent to:

George J. Aste
Vice President-International Affairs
900 1 9th Street, N. W., Suite 350
Washington, DC 20006
(202) 457-4754

Kathleen A. Soled
Sr. Vice President & General Counsel
One City Centre-18th Floor
5 15 N. Sixth Street
St. Louis, MO 63 101
(3 14) 589-3261

Richard J. Fahy, Jr.
Consulting Attorney
900 19th Street, N.W., Suite 350
Washington, DC 20006
(703) 684-4422
Email: rfahy@ibm.net

May 25 1999

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TWA hereby petitions for reconsideration of Order 99-5- 10 insofar as it fails to require the applicants to submit an analysis of competition between Continental, in which Northwest has the controlling voting interest, and Alitalia, Northwest's proposed partner in antitrust immunity. Specifically, TWA requests that Item D of the information request be amended to add at the end "or where Continental competes with Alitalia." In support of its answer, TWA states as follows:

1. On May 20, 1999, TWA filed an Answer to the Joint Application of Northwest, KLM and Alitalia, in which it noted that the applicant had failed to provide any information about the impact of the alliance and the grant of antitrust immunity upon competition between Continental, over which Northwest has control, and Alitalia, with which Northwest will have an immunized agreement.

2. The Department's Order was issued on May 21, 1999, apparently before it had the opportunity to review TWA's pleading. Therefore, it requests information on the competitive effect of the alliance "in city-pair markets where Northwest and/or KLM now compete with Continental and/or Alitalia." This formulation excludes the key issue of competition between Continental and Alitalia. As TWA explained in its Answer:

"An alliance in which both Continental, either directly or indirectly, and Alitalia are partners raises serious competitive issues in the U.S.-Italy market. Alitalia and Continental are the two largest carriers between the United States and Italy.

	<u>Share of Seats</u>
Alitalia	40.9%
Continental	<u>22.1</u>
Combined Share	63.0%

Source: Ex. JA-5

The combination of Continental and Alitalia into an alliance would increase both the individual carrier and total market HHI index far above the thresholds that raise competitive issues under Department of Justice Merger Guidelines.

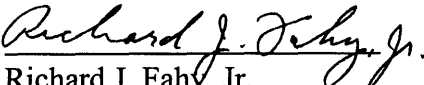
	<u>Alliance</u>	<u>Total Market</u>
Alitalia only	1672	2451
With Continental	3969	4257

Source: Ex. JA-5"

It is essential, therefore, that the Department include an analysis of competition between Continental and Alitalia in its consideration of this case.

Wherefore, TWA respectfully requests that the Department reconsider Order 99-5-10, and amend Information Request D as outlined above.

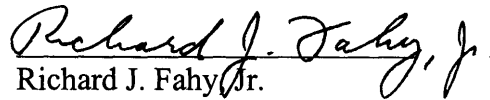
Respectfully submitted,


Richard J. Fahy, Jr.
Attorney for
Trans World Airlines, Inc.

May 20, 1999

CERTIFICATE OF SERVICE

I hereby certify that I have on this day served a copy of the foregoing document upon all persons named on the attached service list by causing copies thereof, postage prepaid, to be mailed to each of them.


Richard J. Fahy, Jr.

May 25, 1999

Richard D. Mathias
Zuckert, Scoutt & Rasenberger, L.L.P.
888 17th Street, N.W.
Suite 600
Washington D.C. 20006

Robert E. Cohn
Shaw, Pittman, Potts & Trowbridge
2300 N Street, N.W.
Washington D.C. 20037

Lawrence M. Nagin
Executive Vice President/General Counsel
USAirways, Inc.
Crystal Park Four
2345 Crystal Drive
Arlington VA 22227

Megan Rae Poldy
Associate General Counsel
Northwest Airlines, Inc.
901 15th Street, N.W.
Suite 3 10
Washington D.C. 20005

Moffett B. Roller
Roller & Bauer
1350 Eye Street, N.W.
Suite 200
Washington, D.C. 20005

Robert P. Silverberg
Bagileo, Silverberg & Goldman
1101 30th Street, N.W.
Suite 120
Washington, D.C. 20036

Stephen Gelband
Hewes, Gelband, Lambert & Dann, P.C.
1000 Potomac Street, N.W.
Suite 300
Washington, D.C. 20007

R. Bruce Keiner, Jr.
Crowell & Moring
1001 Pennsylvania Avenue, N. W.
Washington D.C. 20004

Elliot M. Seiden
Vice President, Law & Government Affairs
David G. Mishkin, Vice President Int'l Affairs
Northwest Airlines, Inc.
901 1 5th Street, N. W., Suite 3 10

Paul Mifsud
Vice President, Government & Legal Affairs
KLM Royal Dutch Airlines
2501 M Street, N.W.
Washington, D.C. 20037

Pierre Murphy
One Westin Center
2445 M Street, N.W.
Suite 260
Washington, DC. 20037

Marshall S. Sinick
Squire, Sanders and Dempsey
120 1 Pennsylvania Ave, N. W.
Suite 500
Washington D .C. 20004

Dennis N. Barnes
Morgan, Lewis & Bockius
1800 M Street, N.W.
Suite 600N
Washington, D.C. 20036

Nathaniel P. Breed, Jr.
Shaw, Pittman, Potts & Trowbridge
2300 N Street, N.W.
Washington D.C. 20037

Robert Beckman
Bode & Beckman
1150 Connecticut Avenue, N. W.
Ninth Floor
Washington, D.C. 20036

Theodore I. Seamon
Hewes, Gelband, Lambert & Dann, PC.
1000 Potomac Street, N.W.
Suite 300
Washington, D.C. 20007

James W. Tello
Filler, Weller & Tello, P.C.
117 N. Henry Street
Alexandria, VA 223 14-0784

Hershel Kamen
Managing Director, Int'l and Regulatory Affairs
Continental Airlines, inc.
1600 Smith Street, HQSGV, 83 1F
Houston, TX 77002

Allan W. Markam
2733 36th Street, N.W.
Washington, D.C. 20007- 1422

R. Tenney Johnson
2121 K. Street, N.W.
Suite 800
Washington, D.C. 20037

Malcolm L. Bengé
Zuckert, Scoutt & Rasenberger, L.L.P.
888 17th Street, N.W., Suite 600
Washington, D.C. 20006

David Kirstein
Baker & Hostetler, L.L.P.
1050 Connecticut Avenue, N. W.
Suite 1100
Washington, D.C. 20036

David L. Vaughan
Kelley, Drye & Warren
1200 19th Street, N.W.
Suite 500
Washington, DC. 20036

William H. Callaway, Jr.
Zuckert, Scoutt & Rasenberger, L.L.P.
888 17th Street, N.W.
Suite 600
Washington, D .C. 20006

William G. Dougherty
7337 W. Washington Street
Indianapolis, IN 4625 1-0609

John L. Richardson
Seeger, Potter, Richardson, Luxton, Joselow &
Brooks
2121 K Street, N.W.
Suite 700

Tom Lydon
Director, Government Affairs
Evergreen International Aviation, Inc.
1629 K Street, N.W., Suite 301
Washington, D.C. 20006

William C. Evans
Vemer, Liipfert, Bernhard, McPherson & Hand,
Chartered
901 15th Street, N.W., Suite 700
Washington, D.C. 20005

Roger Fones
Chief, Transportation, Energy & Agricultural
Section-Antitrust Division
U.S. Department of Justice
325 Seventh Street, N.W., Suite 600
Washington, D.C. 20530

David Mar-chick
Deputy Assistant Secy for Transportation Affairs
U.S. Department of State
2210 C Street, N.W., Room 5830
Washington, D.C. 20520

Jeff Manley
Ginsberg, Feldman & Bress
1250 Connecticut Avenue, N.W.
Suite 899
Washington, DC. 20036

Joseph Guerrieri, Jr.
Guerrieri, Edmond, & Clayman, P.C.
1331 F. Street, N.W.
Washington, DC. 20004